

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
Debtors. : (Jointly Administered)  
----- x

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF GEORGIA )  
 ) ss:  
COUNTY OF FULTON )

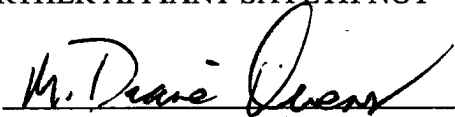
**M. Diane Owens, Esq.**, being duly sworn, deposes and says:

1. I am a principal of Swift, Currie, McGhee & Hiers LLP ("Swift Currie") which firm maintains an office at 1355 Peachtree Street, Suite 300, Atlanta, Georgia 30309-3238.
2. Neither I, Swift Currie, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. Swift Currie, has represented and advised the Debtors in litigation matters with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and Swift Currie has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Swift Currie proposes, to render the following services to the Debtors: Legal services involving defense of debtor in product liability action.
5. Swift Currie's current fee arrangement is monthly billing at the following rates:  
M. Diane Owens (Partner) @ \$225.00 per hour;  
Kindu A. Walker (Associate) @ \$175.00 per hour;

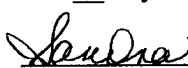
Linda K. Kaufman (Paralegal) @ \$100.00 per hour.

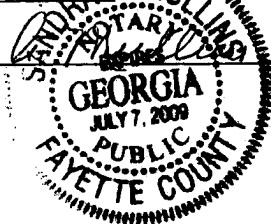
6. Except as set forth herein, no promises have been received by Swift Currie or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.
7. Swift Currie has no agreement with any entity to share with such entity any compensation received by Swift Currie.
8. Swift Currie and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Swift Currie does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.
9. Neither I, Swift Currie, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Swift Currie is to be engaged.
10. The foregoing constitutes the statement of Swift Currie pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
M. DIANE OWENS

Subscribed and sworn before me  
this 1<sup>st</sup> day of Feb

  
Notary Public



Swift, Currie, McGhee & Hiers, LLP

The Peachtree

Suite 300

1355 Peachtree Street, N.E.

Atlanta, Georgia 30309

(404) 874-8800

CERTIFICATE OF SERVICE

M. Diane Owens, Attorney at Law, hereby certifies that on Feb. 1, 2006, I served a copy of the **Affidavit of Legal Ordinary Counsel Professional**, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.

Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

SWIFT, CURRIE, McGHEE & HIERS,  
LLP

Dated Feb. 1, 2006  
Sworn before me this 1<sup>st</sup>  
day of Feb., 2006.



M. Diane Owens  
M. Diane Owens (Georgia Bar #557490)  
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